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**NASDAQ**

THE NASDAQ OMX GROUP

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Gary Sundick  
Vice President  
Listing Qualifications

*By Electronic Mail: [filer-support@sec.gov](mailto:filer-support@sec.gov)*

January 11, 2012

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Received SEC

JAN 11 2012

Washington, D.C. 20549

CERT NAS

File No. 001-21296

Dear Ms. Peters:

This is to certify that on December 8, 2011, The Nasdaq Stock Market (the "Exchange") received from Pacific Sunwear of California, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A for the registration of the following security:

Share Purchase Right

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

*Gary N. Sundick*